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UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF ARIZONA

SolarCity Corporation,

Plaintiff,

vs.

Salt River Project Agricultural Improvement
and Power District,

Defendant.

No. 2:15-CV-00374-DLR

**DECLARATION OF STEVE C.
HOLTZMAN IN SUPPORT OF
PLAINTIFF SOLARCITY
CORPORATION'S RESPONSE TO
DEFENDANT'S SUBMISSION
CONCERNING PAGE LIMITS AND
A BRIEFING SCHEDULE**

1 I, Steven C. Holtzman declare as follows:

2 1. I am a partner in the law firm of Boies, Schiller & Flexner LLP, counsel of
3 record for Plaintiff SolarCity Corporation (“SolarCity”) in this action. I make this
4 declaration in support of SolarCity’s response to Defendant Salt River Project Agricultural
5 Improvement & Power District (“SRP”)’s submission concerning the page limits and
6 briefing schedule. The SRP submission is formally captioned as “Defendant Salt River
7 Project Agricultural Improvement And Power District’s: (1) Opposition, And In The
8 Alternative, Cross-Motion For Leave To Exceed Page Limit; And (2) Motion For Briefing
9 Schedule In The Event The Court Entertains SolarCity’s Motion For Preliminary
10 Injunction.”

11 2. I have personal knowledge of the facts set forth in this Declaration and, if
12 called as a witness, could and would testify competently to such facts under oath.

13 3. Several times on teleconferences with SRP’s outside counsel, I invited SRP
14 to agree on a procedure under which the parties would, by stipulation, retain the right to
15 conduct a limited number of depositions in the fall, following the close of fact discovery
16 in May 2016. As I proposed it, the limited additional depositions could include
17 individuals who the parties would later state they intended to call as trial witnesses, but
18 had not been deposed during fact discovery.

19 4. In making these proposals, I explained several times that in SolarCity’s
20 view, such a procedure would benefit both sides due to the volume of potential trial
21 witnesses each had disclosed. I also specifically explained and candidly disclosed that
22 SolarCity intended to identify and call customers as witnesses at trial, and noted that
23 SRP’s refusal and delay in providing SolarCity information about customers that had
24 complained to SRP about the conduct at issue or that SRP had discussed internally in
25 connection with the conduct at issue necessitated late disclosure of such witnesses.

26 5. One such call occurred on April 19, 2016. On that call, I specifically
27 mentioned that SolarCity was unable to identify customer witnesses because SRP was
28 repeatedly delaying productions and continued to redact customer names.

1 6. Another such call occurred on April 29, 2016. As accurately reflected in an
2 email by SRP's counsel (Exhibit 1 to Mr. Rodriguez's concurrently filed declaration), I
3 made such a "proposal" and expressed the same "concerns." At no time did SRP's
4 counsel tell me either that it would agree to my proposals or propose an alternative
5 regarding undeposed trial witnesses.

6 Dated: July 29, 2016

By: s/Steven C. Holtzman

Steven C. Holtzman

CERTIFICATE OF SERVICE

I hereby certify that on July 29, 2016, I electronically transmitted the attached document to the Clerk's Office using the CM/ECF System for filing and transmittal of a Notice of Electronic Filing to the following CM/ECF registrants:

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s/Steven C. Holtzman

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